FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 idali Processiny

TEMPORARY

DEC 232008

Section

FORM D

Washington, DC < 191

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

SEC USE ONLY				
Prefix		Serial		
D	ATE RECEI	VED 		

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OMB NUMBER:

OMB APPROVAL

Expires: December 31, 2008

hours per response 16.00

Estimated average burden

3235-0076

	UNIFORM LIM	ITED OFFER	ING EXE	EMPTION	
Name of Offering (check if	his is an amendment and na	me has changed, a	nd indicate o	change.)	
TCW/Crescent Mezzanine Part	ners VC, L.P.				
Filing Under (Check box(es) that	apply): 🔲 Rule 504	☐ Rule 505	🗵 Rule	506 🗆 Section	n 4(6) 🔲 ULOE
Type of Filing:	7* 2*		0	M Amendment: SE	EC
	A. BASIC	IDENTIFICATIO	N DATA		
1. Enter the information requested	l about the issuer				
Name of Issuer (check if this	is an amendment and name	has changed, and	indicate cha	inge.)	
TCW/Crescent Mezzanine Part	ners VC, L.P.				
Address of Executive Offices	(Number and Stre	et, City, State, Zip	Code)	Telephone Numl	E 146000 0000 0000 0000 0000 0000 0000 00
865 South Figueroa Street, Los	Angeles, CA 90017			(213) 244-0000	
Address of Principal Business Op	erations (Number and Stre	et, City, State, Zip	Code)	Telephone Numl	£
(if different from Executive Office	es)				08070819
11100 Santa Monica Boulevard	Suite 2000, Los Angeles,	CA 90025		(310) 235-5900	
Brief Description of Business: p	rivate investment fund				
Type of Business Organization					
☐ corporation	☑ limited partnership,	already formed		□other (please spe	cify): DDACESSEL
☐ business trust	 limited partnership, to 	o be formed			110022
		Month Y	ear		PROCESSED JAN 0 7 2009
Actual or Estimated Date of Incorp	oration or Organization:	0 9 0	7	XI Actual □ Est	imated
Jurisdiction of Incorporation or Or		U.S. Postal Servi	ce abbreviati		THOMSON REUTE
<u>-</u>	for Canada: EN for ashor for				IUOIAIOO 4 1572

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

CN for Canada; FN for other foreign jurisdiction) DE

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6),

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fcc.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A, BASIC IDEN FIFICA I	IUN DATA	
2. Enter the information requested for the following:		
· Each promoter of the issuer, if the issuer has been organized within the	past five years;	
Each beneficial owner having the power to vote or dispo		0% or more of a class
of equity securities of the issuer;	•	
 Each executive officer and director of corporate issuers; 	and of corporate general and managing	general partners of
partnership issuers; and		-
 Each general and managing partner of partnership issuer 	S.	
		General and/or
(,		Managing Partners
Full Name (Last name first, if individual)		
TCW/Crescent Mezzanine V, LLC (the "General Partner")		
Business or Residence Address (Number and Street, City, State, Zip Code)		
11100 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025		
Check Box(es)that Apply:	Executive Officer Director D	General and/or
Check Box(es)mat Appry. Li Frontotei Li Belleticiai Owner La		Managing Partners
		vianaging Faithers
Full Name (Last name first, if individual)		
ALBERT, MARK M.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
11100 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025		
11100 Salita Mollica Boulevard, Suite 2000, Los Aligeles, CA 90025		
Check Box(es)that Apply: ☐ Promoter ☐ Beneficial Owner 🖾 I	Executive Officer 🛛 Director 🔲 C	General and/or
	ľ	Managing Partners
Full Name (Last name first, if individual)	_	
ATTANASIO, MARK L.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
11100 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025		
Check Box(es)that Apply:	Executive Officer Director D	General and/or
	·	Managing Partners
Full Name (Last name first, if individual)		
BARKER, LINDA D.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
865 South Figueroa Street, Los Angeles, CA 90017		
Charle Describbes Apply Describes Described Ones William	time Officer III Diseases III d	
Check Box(es)that Apply: ☐ Promoter ☐ Beneficial Owner ☒ I		General and/or
	ľ	Managing Partners
Full Name (Last name first, if individual)		
BEYER, ROBERT D.		
Divisional on Decidence Address (Number and Const. City, State Win Code)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
865 South Figueroa Street, Los Angeles, CA 90017		
Check Box(es)that Apply: ☐ Promoter ☐ Beneficial Owner ☒ I	Executive Officer Director D	General and/or
	N	Managing Partners
Full Name (Last name first, if individual)		•
t on traine (Last name inst, it morridual)		

BROWN, PETER A.

Business or Residence Address (Number and Street, City, State, Zip Code) 865 South Figueroa Street, Los Angeles, CA 90017

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	A DACIC IDENTIFIE	ICATION DATA		
Check Box(es)that Apply: ☐ Promoter	A. BASIC IDENTIF Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partners
Full Name (Last name first, if individual) CAHILL, MICHAEL E				
Business or Residence Address (Number an 865 South Figueroa Street, Los Angeles, Ca		Code)		
Check Box(es)that Apply: ☐ Promoter	☐Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) CHAPUS, JEAN-MARC				
Business or Residence Address (Number an 11100 Santa Monica Boulevard, Suite 2000				
Check Box(es)that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) CHANG, TYRONE				
Business or Residence Address (Number an 11100 Santa Monica Boulevard, Suite 2000				
Check Box(es)that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) DeVITO, DAVID S.				
Business or Residence Address (Number an 865 South Figueroa Street, Los Angeles, CA	•	Code)		
Check Box(es)that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) DUNPHY, NICHOLAS B.				
Business or Residence Address (Number an 1251 Avenue of the Americas, Ste 4700, Ne		Code)		
Check Box(es)that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) EGAN, JEROME W.				
Business or Residence Address (Number an 11100 Santa Monica Boulevard, Suite 2000				
Check Box(es)that Apply: Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partners
Ful. Name (Last name first, if individual) HONEKER, DANIEL R.				
Business or Residence Address (Number an 1251 Avenue of the Americas, Ste 4700, Ne		Code)		
Check Box(es)that Apply: ☐ Promoter	□Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, if individual) KAUFMAN JOSEPH A.				
Business or Residence Address (Number an 1251 Avenue of the Americas, Ste 4700, Ne	w York, NY 10020			
(Lise blank cheet, or convigad use additional co	nice of this chast no neces			

1		A. BASIC IDENTIF	ICATION DATA		_
Check Box(es)that Apply:	☐ Promoter	☐Beneficial Owner	☒ Executive Officer	☐ Director	General and/or Managing Partners
Full Name (Last name first, KALBACH, LYNN A.	if individual)			•	
Business or Residence Add 865 South Figueroa Street			Code)		
Check Box(es)that Apply:	☐ Promoter	□Beneficial Owner	☒ Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, KEENAN, JOSEPH J.	if individual)				
Business or Residence Add 11100 Santa Monica Bould					
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	☐ General and/or Managing Partners
Full Name (Last name first, LAVOIE, LOUIS	if individual)				
Business or Residence Add SGAM, 170 place Henri R			-		
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partners
Full Name (Last name first, LORD, HILARY G. D.	if individual)				
Business or Residence Add 865 South Figueroa Street			Code)		
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partners
Full Name (Last name first, STERN, MARC L.	if individual)				
Business or Residence Addi 865 South Figueroa Street	· ·		Code)		
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partners
Full Name (Last name first, TURNER, PATRICK N.V					
Business or Residence Addi 1251 Avenue of the Ameri		Street, City, State, Zip C York, NY 10020	Code)		
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partners
Full Name (Last name first, VILLA, RICHARD M.	if individual)				
Business or Residence Added 865 South Figueroa Street	· ·	Street, City, State, Zip C 90017	Code)		

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	A. BASIC IDENTIFICATION DATA							
Check Box(es)that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partners			
Full Name (Last name first, if individual) WEILER, MELISSA V.								
Business or Residence Address (Number and Street, City, State, Zip Code) 11100 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025								
Check Box(es)that Apply;	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partners			
Full Name (Last name first, if individual) WRIGHT, CHRISTOPHER G.								
Business or Residence Address (Number and Street, City, State, Zip Code) 11100 Santa Monica Boulevard, Suite 2000, Los Angeles, CA 90025								

[В,	INFORMA'	TION ABOU	T OFFERI	NG				
1 Hac the	e issuer sold	l ordess ti	he isener in					_	o?		Yes	No X
i. Has til	, issuei sulc	i, oi uoes l			u, to non-at in Appendi						ப	.
2. What is	s the minim	um investr					_				\$5.0	*00,000
*Subj	ect to reduc	tion at the	discretion of	of the Gene	eral Partner.	•						
	he offering											NO
If a pe list the dealer	the information or site the sister of the control o	milar remulisted is an he broker of tet forth the	neration for associated or dealer. It information	or solicitation person of a more than	on of purch a broker or n five (5) pe	nasers in co dealer regi ersons to b	nnection w stered with	ith sales of the SEC at	f securities nd/or with	in the offe a state or st	ring. tates,	
	or Residen th Figueroa				•	e, Zip Code	æ)					
	Associated JNDS DIST		-	erly known	as TCW E	Brokerage	Services)			_		
	Which Pers										AII STAT	
	"All States			-								
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	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	e (Last nan	ne first, if i	ndividual)									
Eleven N	or Residen Aadison Av	enue, 26 th	Floor, Nev	and Stree	t, City, Stat Y 10010	e, Zip Code	e) 	-				
	Associated Suisse S			I C								
	Which Pers		<u> </u>		s to Solicit	Purchasers						
(Check	"All States	" or check	individual :	States)							⊠ ALL S	TATES
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ruli Nam	ne (Last nam	ie mrst, ii i	naiviaual)									
Business	or Residen	ce Address	(Number	and Street	t, City, Stat	e, Zip Code	e)		-			
Name of	Associated	Broker or	Dealer									
	Which Pers											All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]		[DE]		(LT)	[GA]	(HII) .	(ID)
(IL)	[IN]	[AZ]	[KS]	[KY]	[LA]	[CT] [ME]	[MD]	[DC] [MA]	[FL] [MI]	[MN]	[MS]	[MO]
(MT)	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[MS]	[PA]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEED	S	
. Enter the aggregate offing price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero". If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange			
and already exchanged.	Aggregate		Amount
Type of Security Debt	Offering Amou	ınt	Already Sold
Equity	\$0		\$ 0
			·
Convertible Securities (including warrants)	\$ <u>0</u>		\$ <u>0</u>
Partnership Interests	\$2,849,985,000	1	<u>\$754,600,000</u>
Other (Specify)	\$ <u>0</u>		\$ <u>0</u>
Total	\$2,849,985,000	!	<u>\$754,600,000</u>
Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".			
	Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors.	32^{2}		<u>\$754,600,000</u>
Non-accredited Investors	<u>0</u>		\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>		\$ <u>N/A</u>
Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
Type of offering	Type of Security		Dollar Amount
Rule 505	N/A		\$0d \$0
Regulation A	N/A		\$ 0
Rule 504	N/A		\$ 0
Total	N/A		\$ 0
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees.			\$ <u>0</u>
Printing and Engraving Costs		X	<u>\$ 8,536.90</u>
Legal Fees.		X	\$ <u>200,000.00</u>
Accounting Fees			\$ <u>0</u>
Engineering Fees.			\$ <u>0</u>
Sales Commissions (specify finder's fees separately)			\$ <u>0</u>
Other Expenses (identify)			\$ <u>0</u>
Total		X	\$ <u>208.536.90</u>

This is the aggregate offering amount for three funds.

2 *31 institutional investors are domiciled outside of the United States.

b. Enter the difference between the aggregate offering price Question 1 and the total expenses furnished in response to Part C the "adjusted gross proceeds to the issuer". 5. Indicate below the amount of the adjusted gross proceeds to the used for each of the purposes shown. If the amount for any pestimate and check the box to the left of the estimate. The total the adjusted gross proceeds to the issuer set froth in response to F	C - Question 4.a. this differ the issuer used or propose purpose is not known, furt of the payments listed mus	ence i d to b nish a t equa	is e n	<u>\$2</u>	2,849,769,463.10
			Payments T Officers, Directors, & Affiliates	Ł	Payments To Others
Salaries and fees			\$ <u>0</u>		\$0
Purchase of real estate			\$ <u>0</u>		\$0
Purchase, rental or leasing and installation of machinery and	• •		\$ <u>0</u>		\$0
Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of secur offering that may be used in exchange for the assets or secur	ities involved in this ities of another		\$ <u>0</u> \$ <u>0</u>		\$ <u>0</u> \$ <u>0</u>
issuer pursuant to a merger)			\$ <u>0</u> \$0		\$ <u>0</u> \$0
Other (specify): All net proceeds will be used to make inv			\$ <u>0</u>	_ 🗵	\$2,849,769,463.10
Column Totals			\$ <u>0</u>	🗵 \$2,849,7	\$2,849,769,463.10 69,463.10
D. FEDER	AL SIGNATURE				
The issuer has duly caused this notice to be signed by the underst collowing signature constitutes an undertaking by the issuer to fund the information furnished by the issuer to any non-accredited invest	nish to the U.S. Securities	Com	nission, upon		
lssuer (Print or Type) TCW/Crescent Mezzanine Partners VC, L.P.	Signature	1	_	Date Decembe	er 19. ₂₀₀₈
		_	vley]		
Name of Signer (Print or Type)	Title of Sigher (Print or	(Type	0		
By: George P. Hawley	Vice President & Assoc Mezzanine V, LLC as (sel of TC	W/Crescent
Intentional misstatements or omissions of fact co	TENTION	nal v	violations (See 18	USC 1001 \

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

E, STA	TE SIGNATURE	
1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) pre of such rule?		
	Not applicable.	
2. The undersigned issuer hereby undertakes to furnish to any sta D (17 CFR 239.500) at such times as required by state law.	ate administrator of any state in which this notice is Not applicable.	filed, a notice on Form
3. The undersigned issuer hereby undertakes to fumish to the state to offerees.	te administrators, upon written request, information Not applicable	<u>-</u>
4. The undersigned issuer represents that the issuer is familiar w Uniform Limited Offering Exemption (ULOE) of the state i claiming the availability of the exemption has the burden The issuer has read this notification and knows the contents to undersigned duly authorized person.	n which this notice is filed and understands that the of establishing that these conditions have been to Not applicable.	he issuer satisfied.
Issuer (Print or Type)	Signature	Date 1a
TCW/Crescent Mezzanine Partners VC, L.P.	Heory P. Hawley D	December [1], 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
By: George P. Hawley	Vice President & Associate General Counse Mezzanine V, LLC as General Partner	l of TCW/Crescent

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

SEC 1972 (2-12) o dt 9